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LAW OFFICES OF BRENDA LEE HAMILTON, P.A.

555 S. Federal Hwy, Suite 400
Boca Raton, Florida 33432
Telephone 561-392-4868 Facsimile 561-392-5089

December 23, 1996

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-01/10/97--01106--018
*****78.25 *****78.25

SUBJECT: AUTO CASH USA, Inc.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.25 for the filing fee and one certified copy.

FROM: WILLIAM DAGATA
c/o Brenda Lee Hamilton, Esquire
555 South Federal Highway, Suite 400
Boca Raton, Florida 33432

BLH:lm

JAN 15

BB

FILED
97 JAN 10 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
AUTO CASH USA, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopts the following articles of incorporation:

ARTICLE ONE
NAME

The name of the corporation is AUTO CASH USA, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

ARTICLE THREE
CORPORATE DURATION

The duration of the corporation is perpetual.

ARTICLE FOUR
PURPOSE OR PURPOSES

The general purposes for which the corporation is to transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FIVE
CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is 100. Such shares shall be of a single class, and shall have a par value of \$.001 per share.

ARTICLE SIX
REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432 and the name of its initial registered agent at such address is BRENDA LEE HAMILTON.

ARTICLE SEVEN
DIRECTORS

The number of directors constituting the corporation's initial board of directors is one.
The name and address of the person who is to serve as a member of the initial board of directors is:

Name
WILLIAM DAGATA

Address
1306 Hypoluxo Road,
Lantana, Florida 33462

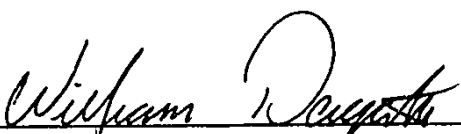
ARTICLE EIGHT
INCORPORATORS

The name and address of the initial incorporator is:

Name
WILLIAM DAGATA

Address
1306 Hypoluxo Road,
Lantana, Florida 33462

Executed by the undersigned at Palm Beach County, Florida on the 3 day of January,
1997.


[Signature of incorporator] WILLIAM DAGATA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the Provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the Laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

1. The name of the corporation is AUTO CASH USA, INC.
2. The name and address of the registered agent and office is BRENDA LEE HAMILTON at 555 South Federal Highway, Suite 400, Boca Raton, Florida 33432.

Having been named as registered agent and to accept service of process for the above state corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept obligations of my position as registered agent.

Brenda Lee Hamilton
Signature

Jan 3, 1997
Date

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97 JAN 10 PM 3:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA